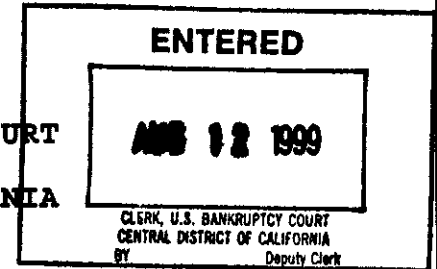


RICHARD M. PACHULSKI (State Bar #90073)
JEFFREY N. POMERANTZ (State Bar #143717)
PACHULSKI, STANG, ZIEHL & YOUNG P.C.
10100 Santa Monica Boulevard
Suite 1100
Los Angeles, California 90067
Telephone: (310) 277-6910
Facsimile: (310) 201-0760

(Proposed) Attorneys for Official Committee
of Creditors Holding General Unsecured Claims

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION



In re

FEDERAL EMPLOYEES' DISTRIBUTING
COMPANY, d/b/a FEDCO, INC.,

Debtor and Debtor
in Possession.

Case No. LA 99-35700 AA

Chapter 11

**[PROPOSED] ORDER GRANTING
APPLICATION TO EMPLOY
PACHULSKI, STANG, ZIEHL &
YOUNG P.C. AS COUNSEL TO
OFFICIAL COMMITTEE OF
CREDITORS HOLDING GENERAL
UNSECURED CLAIMS**

[NO HEARING REQUIRED]


The Court has considered the Application to Employ Pachulski,
Stang, Ziehl & Young P.C. as counsel to the Official Committee of
Creditors Holding General Unsecured Claims ("Committee"), and the
Declaration of Disinterestedness for Professional Person Under
Bankruptcy Rule 2014 ("Declaration of Disinterestedness") in
support thereof. Based upon the record before the Court, it
appears that Pachulski, Stang, Ziehl & Young P.C. ("PSZ&Y") does
not hold or represent any interest adverse to the estate in the
matters on which it is to be employed, that PSZ&Y is a
disinterested person, that its employment is in the best interests

150 MPM

1 of the estate, and that no hearing on the Application is required
2 pursuant to the Local Bankruptcy Rules. Accordingly,

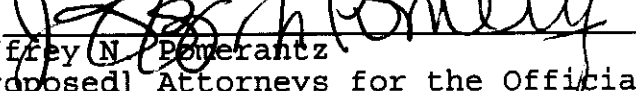
3 **IT IS HEREBY ORDERED** that the Committee is authorized to
4 employ the law firm of Pachulski, Stang, Ziehl & Young P.C. as its
5 attorneys herein on the terms and conditions set forth more fully
6 in the Application and the accompanying Declaration of
7 Disinterestedness, effective as of July 14, 1999.

8 Dated: 8/11/99

9 
10 The Honorable Alan M. Ahart
11 United States Bankruptcy Judge

12 Submitted by:

13 PACHULSKI, STANG, ZIEHL & YOUNG P.C.

14
15 By: 
16 Jeffrey N. Pomerantz
17 [Proposed] Attorneys for the Official
Committee of Creditors Holding General
Unsecured Claims

PROOF OF SERVICE

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES)

I am employed in the county of Los Angeles, State of California. I am over the age of 18 and not a party to the within action; my business address is: 10100 Santa Monica Boulevard, Suite 1100, Los Angeles, California 90067.

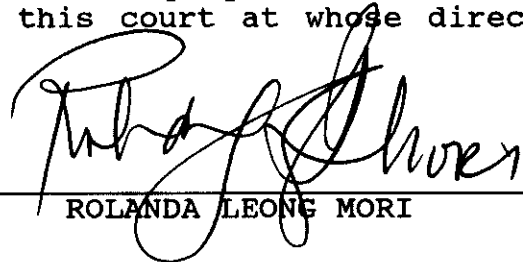
On July 27, 1999, I served the foregoing documents described as **[PROPOSED] ORDER GRANTING APPLICATION TO EMPLOY PACHULSKI, STANG, ZIEHL & YOUNG P.C. AS COUNSEL TO OFFICIAL COMMITTEE OF CREDITORS HOLDING GENERAL UNSECURED CLAIMS** on interested parties in this action

XXX by placing true copies thereof enclosed in sealed envelopes addressed as stated on the attached mailing list;

XXX (BY MAIL) By placing said envelope(s), with postage thereon fully prepaid in the United States mail at Los Angeles, California.

Executed on July 27, 1999, at Los Angeles, California.

XXX (FEDERAL) I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that I am employed in the office of a member of the bar of this court at whose direction the service was made.


ROLANDA LEONE MORI

LIMITED NOTICE SERVICE
LIST

DOC # 209794.1

Ron Maroko
United States Trustee's Office
221 N. Figueroa Street, #800
Los Angeles, CA 90012

Debtor
Federal Employees' Distributing Company
Attn: Woodrow R. Cossey, General Counsel
9300 Santa Fe Springs Road
Santa Fe Springs, CA 90670

DEBTOR'S COUNSEL
Richard B. Levin
Skadden, Arps, Slate, Meagher & Flom
300 S. Grand Avenue
Suite 3400
Los Angeles, CA 90071

Creditors Committee
Michael Shaffet, Treasurer
Clover
OneRockefeller Plaza
New York, NY 10020

Att for Clover
Shelly Rothschild
Withman Breed Abbott & Morgan LLP
633 W. Fifth St. 21st Floor
Los Angeles, CA 90017-2040

Stephen G. Mangold
Director Financial Services
Bergen Brunswick Drug Co.
4000 Metropolitan Drive
Orange, CA 92868

Ray Flucke, Controller, PSC
Fleming Companies
624 S. 25th Avenue
Phoenix, AZ 85009

Larry Saarloos, President:
Ezell Nursery Supply
P. O. Box 369
Bellflower, CA 90706

Counsel for Ezell
Scott Clarkson
Clarkson, Gore, Marsella
3424 Carson St., #350
Torrance, CA 90503

Robert Follmar
Baker & Taylor Entertainment
National Director of Credit
100 Business Center Drive
Pittsburgh, PA 15205

Sharon Koubeck
Regional Credit Manager
GE Lighting
1975 Noble Road, Bldg. 328H
Cleveland, OH 44112

Kathleen Y. Conley
Director of Internal Operations
Southern Wine and Spirits
17101 Valley View Avenue
Cerritos, CA 90703

Atty for Fleming
David McCarty
Sheppard, Mullin, Richter & Hampton
333 S. Hope Street, 48th Floor
Los Angeles, CA 90071

Atty for Fleming
Linda Fox
Sheppard, Mullin, Richter & Hampton
501 W Broadway, 19th Floor
San Diego, CA 92101

Physically attach

form to the document of the proposed order or judgment.

Do not file this form as a separate document.

| | |
|---|--|
| <p>In re (SHORT TITLE)</p> <p>FEDERAL EMPLOYEES' DISTRIBUTING COMPANY, d/b/a FEDCO, INC.,</p> <p>Debtor.</p> | <p>CHAPTER 11 CASE NUMBER:</p> <p>Case No. LA 99-35700-AA</p> |
|---|--|

**NOTICE OF ENTRY OF JUDGMENT OR ORDER
AND CERTIFICATE OF MAILING**

TO ALL PARTIES IN INTEREST ON THE ATTACHED SERVICE LIST:

1. You are hereby notified, pursuant to Local Bankruptcy Rule 9021-1(1)(a)(v), that a judgment or order entitled (*specify*):

AUG 12 1999

**[PROPOSED] ORDER GRANTING APPLICATION TO EMPLOY PACHULSKI, STANG, ZIEHL
& YOUNG P.C. AS COUNSEL TO OFFICIAL COMMITTEE OF CREDITORS HOLDING
GENERAL UNSECURED CLAIMS**

was entered on (*specify date*): **AUG 12 1999**

2. I hereby certify that I mailed a copy of this notice and a true copy of the order or judgment to the persons on the attached service list on (*specify date*):

Dated: **AUG 12 1999**

JON D. CERETTO
Clerk of the Bankruptcy Court


MARIA P. MENDOZA
By: _____
Deputy Clerk

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DEBTOR'S COUNSEL
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Los Angeles, CA 90071

Creditors Committee
Michael Shaffet, Treasurer
Clover
One Rockefeller Plaza
New York, NY 10020

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Creditors' Committee Counsel
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10100 Santa Monica Blvd., #1100
Los Angeles, CA 90067